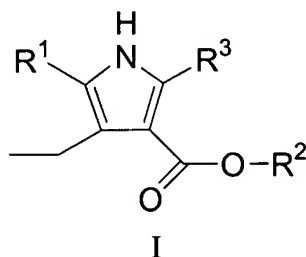


**In the claims:**

1. (Currently Amended) A compound of Formula I



wherein

R<sup>1</sup> is selected from

- 1) hydrogen,
- 2) halogen,
- 3) substituted or unsubstituted C<sub>1</sub>-C<sub>10</sub> alkyl,
- 4) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 6) substituted or unsubstituted aryl,
- 7) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl,
- 8) ~~substituted or unsubstituted heterocyclyl,~~
- 9)  $-(CR^{a2})_nOR^4$ , and
- 10)  $-(CR^{a2})_tC(O)OR^4$ ;

said alkyl, alkenyl, alkynyl, aryl, and cycloalkyl, ~~and heterocyclyl~~ is optionally substituted with one or more of R<sup>7</sup>;

R<sup>2</sup> is selected from

- 1) hydrogen,
- 2) substituted or unsubstituted aralkyl,
- 3) substituted or unsubstituted C<sub>1</sub>-C<sub>10</sub> alkyl,
- 4) ~~substituted or unsubstituted heterocyclyl,~~
- 5) substituted or unsubstituted aryl, and
- 6) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl;

R<sup>3</sup> is selected from

- 1) hydrogen,
- 2) halogen,
- 3) -C(O)R<sup>4</sup>,
- 4) substituted or unsubstituted C<sub>1</sub>-C<sub>10</sub> alkyl,
- 5) substituted or unsubstituted aryl,
- ~~6) substituted or unsubstituted heterocycetyl,~~
- 7) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl,
- 8) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkenyl, and
- 9) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkynyl;

R<sup>4</sup> is independently selected from

- 1) hydrogen,
- 2) substituted or unsubstituted C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) substituted or unsubstituted aryl,
- ~~4) substituted or unsubstituted heterocycetyl,~~
- 5) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl,
- 6) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkenyl, and
- 7) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkynyl;

R<sup>6</sup> is independently selected from

- 1) substituted or unsubstituted aryl,
- ~~2) substituted or unsubstituted heterocycetyl,~~
- 3) substituted or unsubstituted cycloalkyl, and
- 4) halogen;

R<sup>7</sup> is independently selected from

- 1) hydrogen,
- 2) halogen,
- 3) substituted or unsubstituted C<sub>1</sub>-C<sub>10</sub> alkyl,
- 4) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkynyl,

- 6) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl,
- 7) substituted or unsubstituted aryl,
- ~~8) substituted or unsubstituted heterocyclyl,~~
- 9) -NO<sub>2</sub>,
- 10) -NR<sup>4</sup>(CR<sup>a2</sup>)<sub>n</sub>C(O)R<sup>4</sup>,
- 11) -(CR<sup>a2</sup>)<sub>n</sub>NR<sup>4</sup><sub>2</sub>,
- 12) -(CR<sup>a2</sup>)<sub>n</sub>NR<sup>4</sup>(CR<sup>a2</sup>)<sub>n</sub>R<sup>6</sup>,
- 13) -CN,
- 14) -(CR<sup>a2</sup>)<sub>n</sub>C(O)R<sup>4</sup>,
- 15) -(CR<sup>a2</sup>)<sub>n</sub>C(O)(CR<sup>a2</sup>)<sub>n</sub>OR<sup>4</sup>,
- 16) -(CR<sup>a2</sup>)<sub>n</sub>OR<sup>4</sup>,
- 17) -(CR<sup>a2</sup>)<sub>n</sub>R<sup>6</sup>,
- 18) -(CR<sup>a2</sup>)<sub>n</sub>C(O)OR<sup>4</sup>, and
- 19) -(CR<sup>a2</sup>)<sub>n</sub>Si(R<sup>4</sup>)<sub>3</sub>;

R<sup>a</sup> is independently selected from

- 1) hydrogen,
- 2) substituted or unsubstituted C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 4) substituted or unsubstitute C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 5) -OR<sup>4</sup>,
- 6) -C(O)OR<sup>4</sup>,
- 7) -NR<sup>4</sup><sub>2</sub>,
- 8) substituted or unsubstituted aryl,
- ~~9) substituted or unsubstituted heterocyclyl,~~ and
- 10) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl;

n is independently 0 to 6;

t is 1 to 4;

or a pharmaceutically acceptable salt or stereoisomer thereof.

2. (Currently Amended) The compound according to Claim 1,  
wherein

R<sup>1</sup> is selected from

- 1) hydrogen,
- 2) halogen,
- 3) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl,
- 4) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 5) substituted or unsubstituted aryl, and
- 6) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, ~~and~~
- 7) ~~substituted or unsubstituted heterocyclyl;~~

said alkyl, alkynyl, aryl, and cycloalkyl, ~~and heterocyclyl~~ is optionally substituted with one or more of R<sup>7</sup>;

R<sup>2</sup> is selected from

- 1) substituted or unsubstituted aralkyl,
- 2) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl,
- 3) substituted or unsubstituted aryl, and
- 4) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl;

R<sup>3</sup> is selected from

- 1) halogen,
- 2) -C(O)R<sup>4</sup>, and
- 3) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>4</sup> is independently selected from

- 1) hydrogen,
- 2) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl,
- 1) substituted or unsubstituted aryl, and
- 2) ~~substituted or unsubstituted heterocyclyl, and~~
- 3) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl;

or a pharmaceutically acceptable salt or stereoisomer thereof.

3. (Currently Amended) The compound according to Claim 2,

wherein

R<sup>1</sup> is selected from

- 1) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl,
- 2) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkynyl, and
- 3) ~~substituted or unsubstituted heterocyclyl and~~
- 4) substituted or unsubstituted aryl;

said alkyl, alkynyl, ~~heterocyclyl~~ and aryl is optionally substituted with one or more of R<sup>7</sup>;

R<sup>2</sup> is selected from

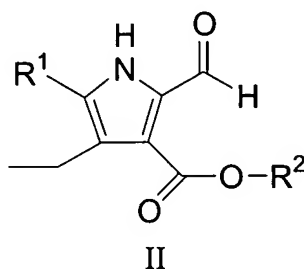
- 1) substituted or unsubstituted aralkyl, and
- 2) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>3</sup> is selected from

- 1) halogen, and
- 2) -C(O)R<sup>4</sup>;

or a pharmaceutically acceptable salt or stereoisomer thereof.

4. (Currently Amended) A compound of Formula II



wherein

R<sup>1</sup> is selected from

- 1) hydrogen,
- 2) halogen,
- 3) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl,
- 4) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkynyl,

- 5) substituted or unsubstituted aryl, and
- 6) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, and
- ~~7) substituted or unsubstituted heterocyclyl;~~

said alkyl, alkynyl, aryl, and cycloalkyl ~~and heterocyclyl~~ is optionally substituted with one or more of R<sup>7</sup>;

R<sup>2</sup> is selected from

- 1) substituted or unsubstituted aralkyl, and
- 2) substituted or unsubstituted C<sub>1</sub>-C<sub>6</sub> alkyl;

R<sup>4</sup> is independently selected from

- 1) hydrogen,
- 2) substituted or unsubstituted C<sub>1</sub>-C<sub>10</sub> alkyl,
- 3) substituted or unsubstituted aryl,
- ~~4) substituted or unsubstituted heterocyclyl;~~
- 5) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl,
- 6) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkenyl, and
- 7) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkynyl;

R<sup>6</sup> is independently selected from

- 1) substituted or ~~unsubstituted~~ unsubstituted aryl,
- ~~2) substituted or unsubstituted heterocyclyl;~~
- 3) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl, and
- 4) halogen;

R<sup>7</sup> is independently selected from

- 1) hydrogen,
- 2) halogen,
- 3) substituted or unsubstituted C<sub>1</sub>-C<sub>10</sub> alkyl,
- 4) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkenyl,
- 5) substituted or unsubstituted C<sub>2</sub>-C<sub>10</sub> alkynyl,
- 6) substituted or unsubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl,
- 7) substituted or unsubstituted aryl,
- ~~8) substituted or unsubstituted heterocyclyl;~~

- 9)  $-\text{NO}_2$ ,
- 10)  $-\text{NR}^4(\text{CRA}_2)_n\text{C}(\text{O})\text{R}^4$ ,
- 11)  $-(\text{CRA}_2)_n\text{NR}^4_2$ ,
- 12)  $-(\text{CRA}_2)_n\text{NR}^4(\text{CRA}_2)_n\text{R}^6$ ,
- 13)  $-\text{CN}$ ,
- 14)  $-(\text{CRA}_2)_n\text{C}(\text{O})\text{R}^4$ ,
- 15)  $-(\text{CRA}_2)_n\text{C}(\text{O})(\text{CRA}_2)_n\text{OR}^4$ ,
- 16)  $-(\text{CRA}_2)_n\text{OR}^4$ ,
- 17)  $-(\text{CRA}_2)_n\text{R}^6$ ,
- 18)  $-(\text{CRA}_2)_n\text{C}(\text{O})\text{OR}^4$ , and
- 19)  $-(\text{CRA}_2)_n\text{Si}(\text{R}^4)_3$ ;

$\text{R}^a$  is independently selected from

- 1) hydrogen,
- 2) substituted or unsubstituted  $\text{C}_1$ - $\text{C}_{10}$  alkyl,
- 3) substituted or unsubstituted  $\text{C}_1$ - $\text{C}_{10}$  alkenyl,
- 4) substituted or unsubstituted  $\text{C}_1$ - $\text{C}_{10}$  alkynyl,
- 5)  $-\text{OR}^4$ ,
- 6)  $-\text{C}(\text{O})\text{OR}^4$ ,
- 7)  $-\text{NR}^4_2$ ,
- 8) substituted or unsubstituted aryl, and
- 9) ~~substituted or unsubstituted heterocyclyl, and~~
- 10) substituted or unsubstituted  $\text{C}_3$ - $\text{C}_{10}$  cycloalkyl;

$n$  is independently 0 to 6;

$t$  is 1 to 4;

or a pharmaceutically acceptable salt or stereoisomer thereof.

5. (Currently Amended) A compound selected from:

benzyl 4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;

benzyl 4-ethyl-2-formyl-5-iodo-1H-pyrrole-3-carboxylate;

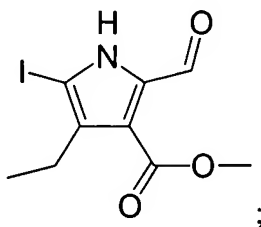
methyl 4-ethyl-2-formyl-5-iodo-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2,5-diiodo-1H-pyrrole-3-carboxylate;  
methyl 5-(4-fluorophenyl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-thien-2-yl-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-[3-(trimethylsilyl)prop-1-ynyl]-1H-pyrrole-3-carboxylate;  
4'-benzyl 1-tert-butyl 3'-ethyl-5'-formyl-1H,1'H-2,2'-bipyrrole-1,4'-dicarboxylate;  
benzyl 5-(3,5-dimethylisoxazol-4-yl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
benzyl 5-(1-benzofuran-2-yl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
benzyl 4-ethyl-2-formyl-5-(3-nitrophenyl)-1H-pyrrole-3-carboxylate;  
benzyl 4-ethyl-2-formyl-5-(5-methyl-2-furyl)-1H-pyrrole-3-carboxylate;  
benzyl 5-[3-(acetylamino)phenyl]-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
benzyl 4-ethyl-2-formyl-5-pyridin-4-yl-1H-pyrrole-3-carboxylate;  
benzyl 4-ethyl-2-formyl-5-phenyl-1H-pyrrole-3-carboxylate;  
benzyl 5-(3-cyanophenyl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
benzyl 4-ethyl-2-formyl-5-(3-methoxyphenyl)-1H-pyrrole-3-carboxylate;  
benzyl 4-ethyl-2-formyl-5-(5-formyl-2-furyl)-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(phenylethynyl)-1H-pyrrole-3-carboxylate;  
methyl 5-{3-[benzyl(methyl)amino]prop-1-ynyl}-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
benzyl 5-(2-cyanophenyl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
benzyl 5-(4-cyanophenyl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
benzyl 4-ethyl-2-formyl-5-(4-nitrophenyl)-1H-pyrrole-3-carboxylate;  
benzyl 4-ethyl-2-formyl-5-(2-methoxyphenyl)-1H-pyrrole-3-carboxylate;



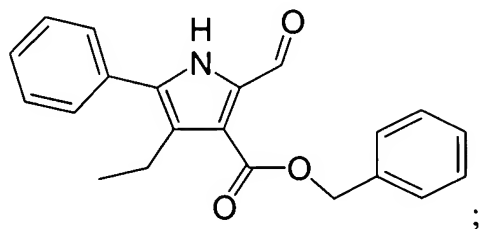
benzyl 4-ethyl-2-formyl-5-(4-methoxyphenyl)-1H-pyrrole-3-carboxylate;  
benzyl 4-ethyl-2-formyl-5-(2-methylphenyl)-1H-pyrrole-3-carboxylate;  
benzyl 4-ethyl-2-formyl-5-(3-methylphenyl)-1H-pyrrole-3-carboxylate;  
benzyl 5-(2-chlorophenyl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
benzyl 5-(3-chlorophenyl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-[1-(3-hydroxypropyl)vinyl]-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(5-hydroxypent-1-ynyl)-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-[(1-hydroxycyclohexyl)ethynyl]-1H-pyrrole-3-carboxylate;  
methyl 5-[3-(dimethylamino)prop-1-ynyl]-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 5-(3,3-dimethylbut-1-ynyl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(pyridin-2-ylethynyl)-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(6-methoxypyridin-2-yl)-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(3-methoxyprop-1-ynyl)-1H-pyrrole-3-carboxylate;  
methyl 5-[(2-bromophenyl)ethynyl]-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 5-[3-(1H-1,2,3-benzotriazol-1-yl)prop-1-ynyl]-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-5-(2-ethylbutyl)-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(4-methylpyridin-2-yl)-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(6-methylpyridin-2-yl)-1H-pyrrole-3-carboxylate;  
methyl 5-(4-tert-butylphenyl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 5-(2,4-difluorophenyl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-[3-(methoxycarbonyl)phenyl]-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-[4-(methoxycarbonyl)phenyl]-1H-pyrrole-3-carboxylate;

methyl 4-ethyl-2-formyl-5-[(1-hydroxycyclopentyl)ethynyl]-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(3-hydroxy-3-methylbut-1-ynyl)-1H-pyrrole-3-carboxylate  
methyl 4-ethyl-2-formyl-5-(1-hexylvinyl)-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(1,3-thiazol-2-yl)-1H-pyrrole-3-carboxylate;  
methyl 5-[1-(3-chloropropyl)vinyl]-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 5-(5-chloropent-1-ynyl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(3-hydroxy-3-phenylbut-1-ynyl)-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(3-methylpyridin-2-yl)-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-isopentyl-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(3-methylthien-2-yl)-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-isobutyl-1H-pyrrole-3-carboxylate;  
methyl 5-cyclohexyl-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 5-butyl-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 5-cyclopentyl-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 5-(cyclohexylmethyl)-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 5-sec-butyl-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(3-methoxy-2-methyl-3-oxopropyl)-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-phenyl-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-pyridin-4-yl-1H-pyrrole-3-carboxylate;  
methyl 4-ethyl-2-formyl-5-(4-nitrophenyl)-1H-pyrrole-3-carboxylate; and  
methyl 4-ethyl-2-formyl-5-(2-methoxyphenyl)-1H-pyrrole-3-carboxylate;  
or a pharmaceutically acceptable salt or stereoisomer thereof.

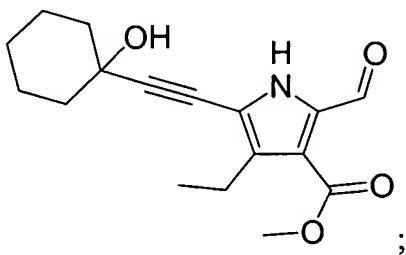
6. (Currently Amended) The compound according Claim 5 that is selected from  
methyl 4-ethyl-2-formyl-5-iodo-1H-pyrrole-3-carboxylate



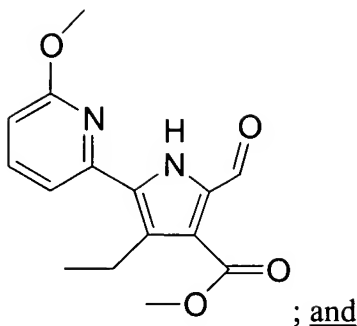
benzyl 4-ethyl-2-formyl-5-phenyl-1H-pyrrole-3-carboxylate



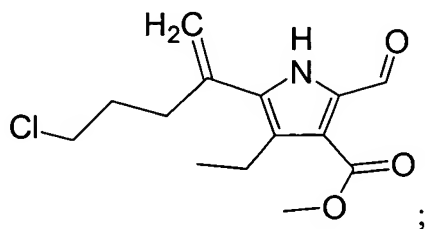
methyl 4-ethyl-2-formyl-5-[(1-hydroxycyclohexyl)ethynyl]-1H-pyrrole-3-carboxylate



methyl 4-ethyl-2-formyl-5-(6-methoxypyridin-2-yl)-1H-pyrrole-3-carboxylate



methyl 5-[1-(3-chloropropyl)vinyl]-4-ethyl-2-formyl-1H-pyrrole-3-carboxylate



or a pharmaceutically acceptable salt or stereoisomer thereof.

7. (Currently Amended) A trifluoroacetic acid salt of a compound of Claim 5 which is selected from

methyl 4-ethyl-2-formyl-5-(6-methoxypyridin-2-yl)-1H-pyrrole-3-carboxylate;

methyl 4-ethyl-2-formyl-5-(4-methylpyridin-2-yl)-1H-pyrrole-3-carboxylate;

methyl 4-ethyl-2-formyl-5-(6-methylpyridin-2-yl)-1H-pyrrole-3-carboxylate; and

benzyl 4-ethyl-2-formyl-5-pyridin-4-yl-1H-pyrrole-3-carboxylate.

8. (Original) A pharmaceutical composition which is comprised of a compound in accordance with Claim 1 and a pharmaceutically acceptable carrier.

9. (Original) A method of modulating the catalytic activity of protein kinases in a mammal in need thereof comprising contacting the protein kinase with a compound of Claim 1.

10. (Original) The method of Claim 9 wherein the protein kinase is an RTK.
11. (Original) The method of Claim 10, wherein the RTK is selected from IR, IGF-1R and IRR.
12. (Original) A method of treating a PK-related disorder in a mammal in need thereof comprising administering to said mammal a therapeutically effective amount of a compound of Claim 1.
13. (Currently Amended) A The method of Claim 12, wherein the PK-related disorder is an IGF-1R-related disorder selected from:
  - 1) cancer,
  - 2) diabetes,
  - 3) an autoimmune disorder,
  - 4) a hyperproliferation disorder,
  - 5) aging,
  - 6) acromegaly, and
  - 7) Crohn's disease.
14. (Cancelled)
15. (Cancelled)
16. (Original) A method of treating cancer in a mammal in need of such treatment comprising administering to said mammal a therapeutically effective amount of a compound of Claim 1.
17. (Original) A method of treating retinal vascularization comprising administering to a mammal in need of such treatment a therapeutically effective amount of a compound of Claim 1.
18. (Cancelled)

19. (Cancelled)

20. (Cancelled)

21. (Cancelled)

22. (Cancelled)

23. (Cancelled)

24. (Cancelled)

25. (Cancelled)

26. (Cancelled)

27. (Cancelled)

28. (Cancelled)

29. (Cancelled)

30. (Cancelled)